

Southern Pacific Transportation Company

THORMUND A. MILLER
GENERAL COMMERCE COUNSEL

JOHN J. CORRIGAN
GENERAL SOLICITOR

ARNOLD I. WEBER
JOHN MACDONALD SMITH
JAMES J. TRABUCCO
SENIOR GENERAL ATTORNEYS

WALDRON A. GREGORY
W. HARNEY WILSON
ROBERT W. TAGGART
LARRY W. TELFORD
ROBERT S. BOGASON
DOUGLAS E. STEPHENSON
RICHARD S. KOPF
MICHAEL A. SMITH
LOUIS P. WARCHOT
GENERAL ATTORNEYS

Southern Pacific Building • One Market Plaza
San Francisco, California 94105
(415) 362-1212

RECORDATION NO. 11529-A Filed 1423

APR 24 1980 - 11 00 AM

HERBERT A. WATERMAN
VICE PRESIDENT AND GENERAL COUNSEL

HAROLD S. LENTZ
ASSISTANT GENERAL ATTORNEY

WILLIAM F. ADAMS
RICHARD D. SILVESTER
DAVID W. LONG
GARY O. ALEXANDER
MADELINE E. SLOANE
GARY A. LAAKSO
KAREN ACKERMAN
CAROL A. HARRIS
JOSEPH W. DIEHL, JR.
JOSE E. GUZMAN, JR.
CRAIG J. WHITNEY
STUART E. VAUGHN
JOHN K. WYMA
ATTORNEYS

INTERSTATE COMMERCE COMMISSION

April 21, 1980

No. 0-115A027

Date APR 24 1980

Fee \$ 10.00

ICC Washington, D. C.

Ms. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Washington, D.C. 20423

RE: ICC Finance Docket No. 29235F --- Southern
Pacific Transportation Company Equipment
Trust, Series 76 --- Recording Pursuant
to Section 11303

Dear Ms. Mergenovich:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and three fully executed counterparts of First Supplement dated as of April 21, 1980, to Equipment Trust Agreement dated as of February 15, 1980, creating Southern Pacific Transportation Company Equipment Trust, Series 76, together with voucher in the sum of \$10.00 in payment of the recording fee. This First Supplement deletes certain railroad equipment previously subjected to the above-entitled Equipment Trust, all as set forth in the Supplement.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of February 15, 1980, creating Southern Pacific Transportation Company Equipment Trust, Series 76, recorded on February 22, 1980, at 4:35 P.M., and was assigned Recordation No. 11529;

In connection with the recording of the First Supplement to Equipment Trust dated February 15, 1980, the following information is set forth in accordance with the provisions of Section 57.4 of the Commission's Order of July 28, 1952, as amended:

RECEIVED
APR 24 10 55 AM '80
T.C.C.
FEE OPERATION BR.

Copy to Mr. Mergenovich

Ms. Agatha L. Mergenovich
April 21, 1980
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Name and address of Trustee - Lessor:

The First Pennsylvania Bank, N.A.
Fifteenth and Chestnut Streets
Philadelphia, Pennsylvania 19101

Name and address of Lessee - Guarantor:

Southern Pacific Transportation Company
Southern Pacific Building
One Market Plaza
San Francisco, California 94105

General Description of Equipment Covered by First Supplement:

<u>Number of Units</u>	<u>Description</u>
15	3,000 h.p., six-axle, six-motor freight locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 8231 to 8245, both inclusive.
20	3,000 h.p., four-axle, four-motor freight locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 7658 to 7677, both inclusive.
11	100-ton, 62-ft. insulated box cars with 12-ft. single plug doors cushion underframes and load dividers; Pacific Car and Foundry Company (Division of PACCAR, INC.), builder; lettered SP and numbered 691688 to 691698, both inclusive.
100	100-ton, 65-ft. tight bottom gondola cars; Greenville Steel Car Company, builder; lettered SP and numbered 340625 to 340724, both inclusive.
28	50-ton Bay Window Caboose Cars; International Car Company (Division of PACCAR, INC.), builder; lettered SP and numbered 4738 to 4765, both inclusive.

When the recording of the First Supplement to Equipment Trust Agreement has been completed, will you kindly endorse, with the pertinent recording information, all executed

Ms. Agatha L. Mergenovich
April 21, 1980
Page 3

counterparts thereof which are presented to you by our representative herewith, and return two of the same to her.

Very truly yours,

Ms. Agatha L. Mergenovich
April 21, 1980
Page 3

counterparts thereof which are presented to you by our representative herewith, and return two of the same to her.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Karen Ackerman".

Karen Ackerman

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Karen Ackerman
Southern Pacific Transportation Co.
Southern Pacific Building-One Market Plaza
San Francisco, California 94105

Dear **Madam:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4/24/80** at **11:00AM**, and assigned recordation number(s) **11529-A**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

RECORDATION NO. 11529-A FILE 1423

APR 24 1980 11:00 AM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY
EQUIPMENT TRUST

Series 76

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT

Dated as of April 21, 1980

First Pennsylvania Bank N.A.

to

Southern Pacific Transportation Company

FIRST SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT, dated as of the twenty-first day of April, 1980, between First Pennsylvania Bank N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee, as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust Agreement bearing date as of February 15, 1980, by and between First Pennsylvania Bank, N.A., a Pennsylvania corporation, as Trustee, and the Company (hereinafter called the "Agreement"), there was constituted the "Southern Pacific Transportation Company Equipment Trust, Series 76", under which railroad equipment was to be leased to the Company;

WHEREAS, the said Agreement provides that in the event that it may be deemed necessary or desirable to procure for the transportation services of the Company, and to include in the said Equipment Trust other railroad equipment in lieu of any of the said railroad equipment specifically described in Schedule A of the Agreement, the Company may cause such other railroad equipment to be transferred to the Trustee and to be substituted under the trust, provided that the aggregate final cost of the railroad equipment subject to said Equipment Trust shall not be less than 125% of the

aggregate principal amount of trust certificates issued thereunder;

WHEREAS, the Agreement was recorded with the Interstate Commerce Commission in accordance with Title 49 U.S.C. Section 11303 on February 22, 1980, and was assigned Recordation Number 11529; and

WHEREAS, the parties hereto now desire to supplement and amend the Agreement to exclude from the said Equipment Trust certain railroad equipment, all as described herein and subject to the terms and conditions hereinafter set forth:

WITNESSETH

That, in consideration of the foregoing and of the mutual promises of the parties hereto, the parties hereto agree as follows:

1. The Agreement is hereby amended to exclude therefrom and there is hereby excluded from said Southern Pacific Transportation Company Equipment Trust, Series 76, the following units of railroad equipment described therein:

<u>Number of Units</u>	<u>Description</u>
3	50-ton, Bay Window Caboose Cars; International Car Company (Division of PACCAR, INC.), builder; lettered SP and numbered 4766 to 4768.

2. Schedule A to the Agreement is hereby amended to read as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Estimated Cost</u>
15	3,000 h.p., six-axle, six-motor freight locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 8231 to 8245, both inclusive.	\$12,000,377.55
20	3,000 h.p., four-axle, four-motor freight locomotives; General Motors Corporation (Electro-Motive Division), builder; lettered SP and numbered 7658 to 7677, both inclusive.	13,508,826.77
11	100-ton, 62-ft. insulated box cars with 12-ft. single plug doors cushion underframes and load dividers; Pacific Car and Foundry Company (Division of PACCAR, INC.), builder; lettered SP and numbered 691688 to 691698, both inclusive.	764,788.31
100	100-ton, 65-ft. tight bottom gondola cars; Greenville Steel Car Company, builder; lettered SP and numbered 340625 to 340724, both inclusive.	4,438,183.00
28	50-ton Bay Window Caboose Cars; International Car Company (Division of PACCAR, INC.), builder; lettered SP and numbered 4738 to 4765, both inclusive.	2,123,775.36
Estimated Total Cost		\$32,835,950.99

3. The Trustee does hereby let and lease to the Company for the term of fifteen (15) years from and after February 15, 1980, as the railroad equipment of Southern Pacific Transportation Company Equipment Trust, Series 76, and subject to all terms and conditions of the

Agreement, the said railroad equipment described in paragraph 2 hereinabove.

4. The Company promptly will cause this First Supplement to the Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with 49 U.S.C. Section 11303.

5. Except as amended hereby, the Agreement shall remain unaltered and in full force and effect.

6. This First Supplement to Agreement shall be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Agreement, and the Company pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto

affixed, duly attested, as of the day and year first above written.

FIRST PENNSYLVANIA BANK N.A.,
Trustee

By *B. Mulvaney*

ATTEST:

Chas. R. [illegible]
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION
COMPANY

By *J. E. [illegible]*
Assistant Treasurer

ATTEST:

J. F. [illegible]
Assistant Secretary

CITY AND COUNTY OF PHILADELPHIA

corporation.

Notary Public

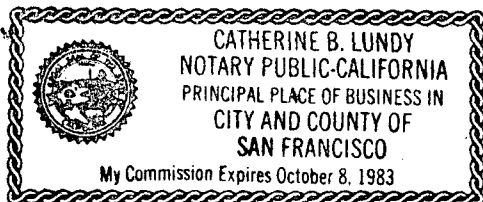
My Commission Expires May 3, 1982

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

)
)
) ss.
)

On this *21st* day of April, 1980, before me personally appeared D. E. ENRIGHT, to me personally known, who, being to me duly sworn, says that he is Assistant Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Catherine B. Lundy
Notary Public